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*Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	:
	:
Debtors.	:
-----X	

**Chapter 11 Case No.
08-13555 (SCC)
(Jointly Administered)**

**CERTIFICATE OF NO OBJECTION UNDER 28 U.S.C. § 1746 REGARDING
MOTION OF THE PLAN ADMINISTRATOR FOR AN ORDER AUTHORIZING
A VOLUNTARY FINAL DISTRIBUTION FOR CERTAIN CREDITORS OF
LEHMAN BROTHERS HOLDINGS INC. AND GRANTING RELATED RELIEF**

TO THE HONORABLE SHELLEY C. CHAPMAN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures [ECF No. 9635] (the "Second Amended Case Management Order"), the undersigned hereby certifies as follows:

1. On May 28, 2021, Lehman Brothers Holdings Inc. (the "Plan Administrator"), as Plan Administrator under the *Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors*, filed the *Motion of the Plan*

Administrator for an Order Authorizing a Voluntary Final Distribution for Certain Creditors of Lehman Brothers Holdings Inc. and Granting Related Relief [ECF No. 61143] (the “Motion”).

2. In accordance with the Second Amended Case Management Order, the Plan Administrator established a deadline (the “Objection Deadline”) for parties to object or file responses to the Motion. The Objection Deadline was set for **June 25, 2021 at 4:00 p.m.** (Eastern Time). The Second Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on or prior to the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Objection Deadline has now passed. To the best of my knowledge, no responsive pleadings have been (a) filed with the Court on the docket of the above-referenced chapter 11 cases in accordance with the procedures set forth in the Second Amended Case Management Order, or (b) served on counsel to the Plan Administrator. Accordingly, the Plan Administrator respectfully requests that the proposed order granting the Motion, annexed hereto as **Exhibit A**, be entered in accordance with the procedures described in the Second Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: June 28, 2021
New York, New York

/s/ Garrett A. Fail

Garrett A. Fail

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

*Attorneys for Lehman Brothers Holdings Inc.
and Certain of Its Affiliates*

Exhibit A

Proposed Order

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In re	: Chapter 11 Case No.
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: 08-13555 (SCC)
Debtors.	: (Jointly Administered)
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**ORDER AUTHORIZING FINAL DISTRIBUTION FOR CERTAIN CREDITORS
OF LEHMAN BROTHERS HOLDINGS INC. AND GRANTING RELATED RELIEF**

Upon the motion (the “Motion”),¹ dated May 28, 2021 of Lehman Brothers Holdings Inc. (“LBHI”), as Plan Administrator under the *Modified Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and Its Affiliated Debtors* (the “Plan”), pursuant to sections 105(a) and 1142(b) of title 11 of the United States Code (the “Bankruptcy Code”) for an order (a) approving the population of Eligible Creditors to participate in, and the procedures for, the Final Distribution; (b) approving the form of the Final Distribution Notice, attached hereto as Exhibit 1; (c) approving the form of the Opt Out Form, attached hereto as Exhibit 1-A; (d) approving the form of the Non-Eligible Creditors Notice, attached hereto as Exhibit 2; (e) approving the form of the Opt In Form, attached hereto as Exhibit 2-A; and (f) authorizing the Plan Administrator to effectuate, cancel, or delay the Final Distribution in the Plan Administrator’s sole discretion, all as more fully described in the Motion; and upon consideration of the Kolev Declaration; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and

¹ Capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion.

due and proper notice of the Motion having been provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of LBHI's chapter 11 estate, its creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby DETERMINED, FOUND, ADJUDGED, AND DECREED:

FINDINGS OF FACT

A. Findings of Fact. The findings set forth herein constitute the Court's findings of fact pursuant to Rule 52 of the Federal Rules of Civil Procedure, as made applicable herein by Bankruptcy Rules 7052 and 9014. To the extent any of the following findings of fact constitute conclusions of law, they are adopted as such.

B. Procedures. The procedures for the Final Distribution are fair, reasonable, and appropriate under the circumstances of these Chapter 11 Cases.

C. Final Distribution Notice. The Final Distribution Notice, together with the anticipated enclosures, is reasonably calculated to provide all Eligible Creditors with (i) timely and proper notice of the Final Distribution and (ii) sufficient information regarding participation in the Final Distribution, including the methods and deadline by which to opt out of the Final Distribution.

D. Opt Out Form. The Opt Out Form is (i) fair, reasonable and appropriate under the circumstances of these Chapter 11 Cases and (ii) sufficient for the purposes of permitting an Eligible Creditor to opt out of receiving the Final Distribution.

E. Non-Eligible Creditor Notice. The Non-Eligible Creditor Notice, together with the anticipated enclosures, is reasonably calculated to provide all holders of Allowed

Claims eligible to opt in with (i) timely and proper notice of the Final Distribution and (ii) sufficient information regarding participation in the Final Distribution, including the methods and deadline by which to opt in to the Final Distribution.

F. Opt In Form. The Opt In Form is (i) fair, reasonable and appropriate under the circumstances of these Chapter 11 Cases and (ii) sufficient for the purposes of binding a non-Eligible Creditor to participate in the Final Distribution, including with respect to such creditor forever waiving all future distributions on account of their Allowed Claims on the properly executed and submitted Opt In Form.

G. Eligible Claims. The Plan Administrator has articulated good and sufficient reasons for designating the Eligible Creditors as the creditors eligible to participate in the Final Distribution.

H. Record Date. The record date for purposes of determining the population of Eligible Creditors and making the Final Distribution authorized herein for all Eligible Creditors that do not submit an Opt Out Form (or for those non-Eligible Creditors that elect to opt in) is August 28, 2021 (the “Record Date”). Entry of this Order and the Plan Administrator’s publication of notice of the establishment of the Record Date at <https://dm.epiq11.com/lehman> constitutes good and sufficient notice of the Record Date.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. Any objections to the entry of this Order or the relief granted herein that have not been withdrawn, waived, or settled, or otherwise resolved are hereby denied and overruled;

3. The Final Distribution and the procedures therefore are approved in their entirety and are incorporated herein by reference, having the full force and effect of an order of this Court.

4. The Plan Administrator is authorized to proceed with the Final Distribution in accordance with the procedures set forth in the Motion, taking all actions appropriate for its effectuation.

5. The Final Distribution shall be conducted in accordance with the provisions of this Order and the procedures set forth in the Motion.

6. Neither the Plan Administrator nor any of their respective representatives, agents, officers, directors, employees, or professionals (collectively, the “Estate Parties”) shall have or incur any liability, or be subject to any right of action for any act or omission in connection with, relating to, or arising out of the reasonable execution of the Final Distribution. Without limiting the foregoing, the Estate Parties shall not be liable to any Creditor in connection with the Final Distribution and the Estate Parties are hereby released and exculpated from, any claim, obligation, suit, judgment, damage, demand, debt, right, cause of action, remedy, loss, and liability for any conduct occurring in connection with the Final Distribution. This release and exculpation shall be in addition to, and not in limitation of, all other releases, indemnities, exculpations, and any other applicable law or rules protecting such Estate Parties from liability.

7. The form of Final Distribution Notice is approved in its entirety.

8. The form of Opt Out Form is approved in its entirety.

9. The form of Non-Eligible Creditor Notice is approved in its entirety.

10. The form of Opt In Form is approved in its entirety.

11. Each and every Opt Out Form and Opt In Form, once received by and determined to be valid by the Plan Administrator, is binding on the Eligible Creditor (or non-Eligible Creditor that opts-in, as applicable) and irrevocable (except as otherwise permitted by the Plan Administrator in its sole discretion).

12. The Plan Administrator may, in its sole discretion and for any reason, elect to cancel or delay the Final Distribution at any time prior to D23.

13. The entry of this Order is without prejudice to the right of the Plan Administrator to seek a further order of this Court disallowing, expunging, objecting to, or otherwise resolving any unresolved claims.

14. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

15. The Court shall retain jurisdiction to hear and determine all matters arising from or related to this Procedures Order.

Dated: New York, New York
_____, 2021

Honorable Shelley C. Chapman
United States Bankruptcy Judge

Exhibit-1

Final Distribution Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (SCC)**
:
Debtors. : **(Jointly Administered)**
:
-----X

NOTICE OF DEADLINE TO OPT OUT OF VOLUNTARY FINAL DISTRIBUTION

Please review the following notice carefully.

Your participation in an upcoming one-time Final Distribution is voluntary.

**If you do NOT want to receive a one-time Final Distribution now,
and you want to continue to receive distributions over time,
you must opt out of the Final Distribution by completing and returning the
form attached to this notice (which may be submitted online) by no later than 6:00 pm
(ET) on September 10, 2021.**

Dear Eligible Creditor,

You have received this notice because you are the record holder of the claim(s) identified in the chart attached as Exhibit A to the enclosed Opt Out Form (the “Eligible Claim(s)”) in the chapter 11 case against Lehman Brothers Holdings Inc. (“LBHI”) as of June 1, 2021.¹

The United States Bankruptcy Court for the Southern District of New York (the “Court”) has approved LBHI’s payment of a one-time Final Distribution in October 2021 in full and final satisfaction of LBHI’s obligations for your Eligible Claim(s), unless you timely opt out of receiving the Final Distribution.

¹ Eligibility for the Final Distribution will be determined as of August 28, 2021. If you transfer any of your Eligible Claims or otherwise purchase any additional claims against LBHI between June 1, 2021 and August 28, 2021, it may have consequences with respect to whether your Eligible Claims (including those Eligible Claims that you did not transfer) are eligible to participate in the Final Distribution. If any such transfer or purchase occurs, the information provided in this notice may no longer be accurate with respect to any of your Eligible Claims.

This Final Distribution will allow you to end your participation in LBHI's chapter 11 case in October 2021, rather than waiting for future distributions over time from LBHI.

The amount of your Final Distribution is equal to your share of LBHI's estimated future distributions on account of all of your Eligible Claims. Those estimates can be found in LBHI's Quarterly Financial Report as of April 1, 2021, which was filed with the Bankruptcy Court at Docket No. 61142 and can be accessed free of charge at the link provided below (the "Q1 2021 Financial Report"). **There is no guarantee that the Final Distribution will be more than, less than, or equal to the amount you would otherwise receive from LBHI over time if you elect to opt out.** You are encouraged to review the Q1 2021 Financial Report.

Your participation in the Final Distribution is voluntary. If you wish to participate in the Final Distribution, you do not need to do anything further.

If you wish to continue to receive distributions over time in accordance with LBHI's chapter 11 plan and not receive a Final Distribution, you must complete the Opt Out Form attached hereto (which may be submitted online) and return it to the Plan Administrator by no later than 6:00 pm (ET) on September 10, 2021. Your response must be received by that time and date.

Additional information regarding LBHI's chapter 11 case can be found at <https://dm.epiq11.com/lehman> including: a copy of the motion LBHI filed to seek approval of the Final Distribution; a copy of the order the Bankruptcy Court entered approving the Final Distribution; and LBHI's recent financial reports.

If you have any questions or would like copies of any materials, please contact the Plan Administrator's representatives by telephone at +1-503-597-7691 or toll free in the United States at 866-879-0688, by email at LBHIelection@epiqglobal.com, or by mail at the address set forth in the instructions to the Opt Out Form

If you have not submitted both the appropriate (i) Internal Revenue Service tax form ("Tax Form") and (ii) certification pertaining to Office of Foreign Assets Control compliance ("OFAC Certification") by 6:00 pm (ET) on September 10, 2021, you may not be able to receive the Final Distribution. For further information concerning the Tax Form and OFAC Certification, please review the *Notice to Holders of Allowed Claims Regarding Plan Distributions*, dated February 15, 2012 [ECF No. 25392]. Copies of the Tax Form and form for OFAC Certification are available at <https://dm.epiq11.com/lehman>. **Consult the claims register on this website to determine whether a Tax Form previously submitted is still valid.**

Dated: New York, New York
July 7, 2021

Exhibit 1-A

Opt Out Form

OPT OUT FORM INSTRUCTIONS

If you wish to receive a Final Distribution in October 2021, you do not need to do anything upon receipt of this notice.

If you wish to opt out of the Final Distribution and to continue to receive distributions over time from LBHI in accordance with LBHI's chapter 11 plan, you must complete and submit the Opt Out Form using one of three methods below so that it is received by no later than 6:00 pm (ET) on September 10, 2021.

(1) Online (preferred method): You may complete the Opt Out Form electronically on a secure site at: <https://dm.epiq11.com/lehman> using the following logon credentials:

- Creditor Name: «Name»
- Your User Access Code: «User_Access_Code»

(2) Via Email: You may scan a complete and executed copy of this Opt Out Form and email it to LBHIelection@epiqglobal.com; or

(3) Via Mail, Overnight Mail or Hand Delivery: You may send a complete and executed copy of this Opt Out Form to one of the addresses below:

If by First-Class Mail:	If by Hand Delivery or Overnight Mail:
LBHI Final Distribution Processing c/o Epiq Corporate Restructuring, LLC P.O. Box 4422 Beaverton, OR 97076-4422	LBHI Final Distribution Processing c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005

If you are completing the Opt Out Form, you are strongly encouraged to do so electronically.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
08-13555 (SCC)
(Jointly Administered)

OPT OUT FORM

By signing this Opt Out Form, the undersigned certifies that, with respect to the Eligible Claims on the schedule annexed hereto as Exhibit A, either: (i) the Eligible Creditor is the holder of the Eligible Claim(s) set forth or (ii) the Eligible Creditor is an authorized signatory for an entity that is a holder of the Eligible Claim(s) set forth, in each case as of the date this form is completed.

By signing and returning this form, the undersigned elects to opt out of receiving the Final Distribution with respect to the claims identified in the attached Exhibit A.

Name of Eligible Creditor:	_____
Signature:	_____
Name and Title of Signatory (if different than Holder):	_____
Street Address:	_____
City, State, Zip Code:	_____
Telephone Number:	_____
E-mail Address:	_____
Date Completed:	_____

EXHIBIT A

By signing and returning this form, I elect not to receive:

PROPOSED FINAL DISTRIBUTION AMOUNT ON ACCOUNT OF <u>ALL</u> CLAIMS SHOWN	\$ << >>
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CLAIM NUMBER	PLAN CLASS	ALLOWED CLAIM AMOUNT
<< >>	<< >>	<< >>
<< >>	<< >>	<< >>

Exhibit 2

Non-Eligible Creditor Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
:
In re : **Chapter 11 Case No.**
:
LEHMAN BROTHERS HOLDINGS INC., et al., : **08-13555 (SCC)**
:
Debtors. : **(Jointly Administered)**
:
-----X

NOTICE OF DEADLINE TO OPT IN TO VOLUNTARY FINAL DISTRIBUTION

Your participation in an upcoming one-time Final Distribution is voluntary.

If you want to receive a one-time Final Distribution of \$25,000 now,
instead of continuing to receive distributions over time,
you must opt in to the Final Distribution by completing and returning the
form attached to this notice (which may be submitted online) by no later than 6:00 pm
(ET) on September 10, 2021.

Dear Creditor,

You have received this notice because you are the record holder of the claim(s) identified in the chart as Exhibit A to the enclosed Opt In Form (the "Claim(s)") in the chapter 11 case against Lehman Brothers Holdings Inc. ("LBHI") as of June 1, 2021.¹

The United States Bankruptcy Court for the Southern District of New York (the "Court") has approved LBHI's payment of a one-time Final Distribution of \$25,000 in October 2021 in full and final satisfaction of LBHI's obligations for all of your Claim(s) under LBHI's chapter 11 plan, if you elect to opt in to the Final Distribution.

This Final Distribution will allow you to end your participation in LBHI's

¹ Eligibility for the Final Distribution will be determined as of August 28, 2021. If you transfer any of your Claims between or otherwise purchase any additional claims against LBHI June 1, 2021 and August 28, 2021, it may have consequences with respect to whether your Claims (including those Claims that you did not transfer) are eligible to participate in the Final Distribution. If any such transfer occurs, the information provided in this notice may no longer be accurate with respect to any of your Claims. If you intend to transfer any of your Claim(s) so that the transferee may become eligible to receive a Final Distribution in respect of the transferred Claim (including if you are a broker that holds Claims on behalf of multiple clients and would like to transfer such Claims to the applicable beneficial holder), you must do so prior to August 28, 2021.

chapter 11 case in October 2021, rather than waiting for future distributions over time from LBHI.

The Plan Administrator's estimates for remaining recoveries to be paid over time as Plan Distributions can be found in LBHI's Quarterly Financial Report as of April 1, 2021, which was filed with the Bankruptcy Court at Docket No. 61142 and can be accessed free of charge at the link provided below (the "Q1 2021 Financial Report"). There is no guarantee that the amount you will receive over time will be more than, less than, or equal to the amount you would otherwise receive from LBHI if you were to opt in to the Final Distribution (\$25,000 total on account of all claims shown). You are encouraged to review the Q1 2021 Financial Report.

Your participation in the Final Distribution is voluntary. If you wish to participate in the Final Distribution, you must complete the Opt In Form attached hereto (which may be submitted online) and return it to the Plan Administrator by no later than 6:00 pm (ET) on September 10, 2021. Your response must be received by that time and date.

If you do not wish to receive the Final Distribution, and you want to continue to receive distributions over time in accordance with LBHI's chapter 11 plan, you do not need to do anything.

Additional information regarding LBHI's chapter 11 case can be found at <https://dm.epiq11.com/lehman> including: a copy of the motion LBHI filed to seek approval of the Final Distribution; a copy of the order the Bankruptcy Court entered approving the Final Distribution; and LBHI's recent financial reports.

If you have any questions or would like copies of any materials, please contact the Plan Administrator's representatives by telephone at +1-503-597-7691 or toll free in the United States at 866-879-0688, by email at LBHIelection@epiqglobal.com, or by mail at the address set forth above.

If you have not submitted both the appropriate (i) Internal Revenue Service tax form ("Tax Form") and (ii) certification pertaining to Office of Foreign Assets Control compliance ("OFAC Certification") by 6:00 pm (ET) on September 10, 2021, you may not be able to receive the Final Distribution. For further information concerning the Tax Form and OFAC Certification, please review the *Notice to Holders of Allowed Claims Regarding Plan Distributions*, dated February 15, 2012 [ECF No. 25392]. Copies of the Tax Form and form for OFAC Certification are available at <https://dm.epiq11.com/lehman>. **Consult the claims register on this website to determine whether a Tax Form previously submitted is still valid.**

Dated: New York, New York
July 7, 2021

Exhibit 2-A

Opt In Form

OPT IN FORM INSTRUCTIONS

If you wish to participate in the Final Distribution and receive \$25,000 in full and final satisfaction of your claims against LBHI, you must sign the Opt In Form attached hereto (which may be submitted online) and return it to the Plan Administrator by no later than 6:00 pm (ET) on September 10, 2021. Your response must be received by that time and date.

If you wish to not receive the Final Distribution, and you want to continue to receive distributions over time in accordance with LBHI's chapter 11 plan, you do not need to do anything.

(1) Online (preferred method): You may complete the Opt In Form electronically on a secure site at: <https://dm.epiq11.com/lehman> using the following logon credentials:

- Creditor Name: «Name»
- Your User Access Code: «User_Access_Code»

(2) Via Email: You may scan a complete and executed copy of this Opt In Form and email it to LBHIelection@epiqglobal.com; or

(3) Via Mail, Overnight Mail or Hand Delivery: You may send a complete and executed copy of this Opt In Form to one of the addresses below:

If by First-Class Mail:	If by Hand Delivery or Overnight Mail:
LBHI Final Distribution Processing c/o Epiq Corporate Restructuring, LLC P.O. Box 4422 Beaverton, OR 97076-4422	LBHI Final Distribution Processing c/o Epiq Corporate Restructuring, LLC 10300 SW Allen Blvd. Beaverton, OR 97005

If you are completing the Opt In Form, you are strongly encouraged to do so electronically.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i>	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
08-13555 (SCC)
(Jointly Administered)

OPT IN FORM

By signing this Opt In Form, the undersigned certifies that, with respect to the Claims on the schedule annexed hereto as Exhibit A, either: (i) the Creditor is the holder of the Claim(s) set forth; or (ii) the Creditor is an authorized signatory for an entity that is a holder of the Claim(s) set forth, in each case as of the date this form is completed.

By signing and returning this form, the undersigned elects to opt in to receiving the Final Distribution with respect to the claims identified in the attached Exhibit A.

Name of Creditor:	_____
Signature:	_____
Name and Title of Signatory (if different than Holder):	_____
Street Address:	_____
City, State, Zip Code:	_____
Telephone Number:	_____
E-mail Address:	_____
Date Completed:	_____

EXHIBIT A

By signing and returning this form, I elect to opt in and receive:

PROPOSED FINAL DISTRIBUTION AMOUNT ON ACCOUNT OF <u>ALL</u> CLAIMS SHOWN	A single payment of \$25,000.00
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CLAIM NUMBER	PLAN CLASS	ALLOWED AMOUNT
<< >>	<< >>	<< >>
<< >>	<< >>	<< >>